

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE**

In re:

W.R. GRACE & CO., et al.,¹

Debtors.

Consolidated

Civil Action No. 11-199 (RLB) (Lead Case)

Re: Docket Nos. 165, 166, 215, 216, 217, and 218

Civil Action No. 11-528 (RLB)

NOTICE OF APPEAL

The State of Montana ("Montana"), by and through its undersigned counsel, hereby appeals to the United States Court of Appeals for the Third Circuit pursuant to 28 U.S.C. § 158(d) and Rules 3, 4, and 6 of the Federal Rules of Appellate Procedure, from the *Memorandum Opinion* (Docket No. 165) and *Order* (Docket No. 166), entered by the United States District Court for the District of Delaware (the Honorable Ronald L. Buckwalter, Senior United States District Judge for the Eastern District of Pennsylvania, sitting by designation) on

¹ The Debtors are the following entities: W.R. Grace & Co. (f/k/a Grace Specialty Chemicals Inc.), W.R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), ECARG, Inc., Five Alewife Boston Ltd., GC Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), GC Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W.R. Grace Capital Corporation, W.R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, LB Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc. E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

January 30, 2012, and from the *Consolidated Order Regarding Motions for Reconsideration* (Docket No. 215), *Table of Contents* (Docket No. 216), *Amended Memorandum Opinion* (Docket No. 217), and *Order* (Docket No. 218), entered by the United States District Court for the District of Delaware (the Honorable Ronald L. Buckwalter sitting by designation) on June 11, 2012.

In accordance with Rule 3(c) of the Federal Rules of Appellate Procedure, the names of all parties to the orders and opinions appealed from and the names, addresses, and telephone numbers of their respective attorneys are as follows:

<u>Party</u>	<u>Counsel</u>
Appellant	Francis A. Monaco, Jr. Kevin J. Mangan Matthew P. Ward WOMBLE CARLYLE SANDRIDGE & RICE, LLP 222 Delaware Avenue, Suite 1501 Wilmington, DE 19801 (302) 252-4320
State of Montana	
Appellees	Laura Davis Jones James E. O'Neill Kathleen P. Makowski Timothy P. Cairns PACHULSKI, STANG, ZIEHL & JONES, LLP 919 North Market Street, 17 th Floor P. O. Box 8705 Wilmington, DE 19899-8705 (302) 652-4100
W.R. Grace & Co., et al., Debtors and Debtors-in-Possession	John Donley Adam Paul KIRKLAND & ELLIS LLP 300 North LaSalle Chicago, IL 60654 (312) 862-2000

Party

Counsel

Roger J. Higgins
Roger J. Higgins, P.C.
111 East Wacker Drive, Suite 2800
Chicago, IL 60601
(312) 836-4022

Official Committee of Unsecured Creditors

William S. Katchen
DUANE MORRIS LLP
One River Front Plaza
Newark, NJ 07102
(973) 424-2000

Lewis Kruger
Kenneth Pasquale
STROOCK & STROOCK & LAVAN LLP
180 Maiden Lane
New York, NY 10038
(212) 806-5400

Michael R. Lastowski
Richard W. Riley
DUANE MORRIS LLP
222 Delaware Avenue, Suite 1600
Wilmington, DC 19801
(302) 657-4900

Official Committee of Equity Security Holders

Teresa K.D. Currier
SAUL EWING LLP
222 Delaware Avenue, Suite 1200
P.O. Box 1266
Wilmington, DE 19899
(302) 421-6800

Philip Bentley
David E. Blabey, Jr.
KRAMER LEVIN NAFTALIS &
FRANKEL LLP
1177 Avenue of the Americas
New York, NY 10036
(212) 715-9100

Party

**Official Committee of Asbestos
Personal Injury Claimants**

Counsel

Marla R. Eskin
Mark T. Hurford
CAMPBELL & LEVIN, LLC
800 N. King Street, Suite 300
Wilmington, DE 19801
(302) 426-1900

Elihu Inselbuch
CAPLIN & DRYSDALE, CHARTERED
375 Park Avenue, 35th Floor
New York, NY 10152-3500
(212) 319-7125

Peter Van N. Lockwood
Nathan D. Finch
Jeffrey A. Liesemer
Kevin Maclay
CAPLIN & DRYSDALE, CHARTERED
One Thomas Circle, N.W., 12th Floor
Washington, DC 20005
(202) 862-5000

**Official Committee of Asbestos
Property Damage Claimants**

Michael B. Joseph
Theodore J. Tacconelli
Lisa L. Coggins
FERRY, JOSEPH & PEARCE, P.A.
824 Market Street, Suite 1000
P.O. Box 351
Wilmington, DE 19899
(302) 575-1555

Scott L. Baena
Jay M. Sakalo
BILZIN SUMBERG BAENA PRICE &
AXELROD LLP
1450 Brickell Avenue, Suite 2300
Miami, FL 33131
(305) 374-7580

**David T. Austern, Asbestos PI Future
Claimants' Representative**

John C. Phillips, Jr.
PHILLIPS, GOLDMAN & SPENCE, P.A.
1200 North Broom Street
Wilmington, DE 19806
(302) 655-4200

Party

Counsel

Roger Frankel
Richard H. Wyron
Debra L. Felder
ORRICK, HERRINGTON &
SUTCLIFFE LLP
1152 15th Street, NW
Washington, DC 20005
(202) 338-8400

Post-Petition DIP Lenders

Neil B. Glassman
BAYARD, P.A.
222 Delaware Avenue, Suite 900
P.O. Box 25130
Wilmington, DE 19899-5130
(302) 429-4224

J. Douglas Bacon
LATHAM & WATKINS LLP
233 South Wacker Drive, Suite 5800
Chicago, IL 60606
(312) 876-7638

Property Damage Future Claims' Representative

R. Karl Hill
SEITZ, VAN OGTROP & GREEN, P.A.
222 Delaware Avenue, Suite 1500
P.O. Box 68
Wilmington, DE 19899
(302) 888-0600

Alan B. Rich
LAW OFFICE OF ALAN B. RICH
102 Elm Street, Suite 4244
Dallas, TX 75270
(214) 744-5100

United States Trustee

David M. Klauder
J. Caleb Boggs Federal Building
844 N. King Street, Suite 2207
Lockbox #35
Wilmington, DE 19801
(302) 573-6491

Party

**AXA Belgium, as successor to Royale
Belge SA**

Counsel

R. Stokes Nolte
REILLY JANICZEK & McDEVITT, P.C.
1013 Centre Road, Suite. 2010
Wilmington, DE 19801
(302) 777-1700

Michael A. Shiner
TUCKER ARENSBERG, P.C.
1500 One PPG Place
Pittsburgh, PA 15222-5401
(412) 594-5586

Eileen T. McCabe
MENDES & MOUNT, LLP
750 Seventh Avenue
New York, NY 10019
(212) 261-8254

**Continental Casualty Company and
Continental Insurance Company**

Elizabeth DeCristofaro
FORD MARRIN ESPOSITO WITMEYER
& GLESER, L.L.P.
Wall Street Plaza, 23rd Floor
New York, NY 10005-1875
(212) 269-4900

Edward B. Rosenthal
ROSENTHAL, MONHAIT & GODDESS,
P.A.
919 Market Street, Suite 1401
P.O. Box 1070
Wilmington, DE 19899
(302) 656-4433

Jonathan W. Young
Jeff Chang
WILDMAN, HARROLD, ALLEN &
DIXON LLP
225 West Wacker Drive
Chicago, IL 60606-1229
(312) 201-2662

Party

Counsel

Daniel M. Glosband
Brian H. Mukherjee
GOODWIN PROCTER LLP
Exchange Place
53 State Street
Boston, MA 02109
(617) 570-1000

Michael S. Giannotto
Frederick C. Schafrick
GOODWIN PROCTER LLP
901 New York Avenue, N.W.
Washington, DC 20001
(202) 346-4000

Federal Insurance Company

Barry M. Klayman
COZEN O'CONNOR
1201 N. Market Street
Suite 1400
Wilmington, DE 19801
(302) 295-2035

William P. Shelley
Jacob C. Cohn
Ilan Rosenberg
COZEN O'CONNOR
1900 Market Street
Philadelphia, PA 19103
(215) 665-2000

Firemen's Fund Insurance Company

John D. Demmy
STEVENS & LEE, P.C.
1105 North Market Street, 7th Floor
Wilmington, DE 19801
(302) 425-3308

Mark D. Plevin
Leslie A. Davis
Tacie H. Yoon
CROWELL & MORING LLP
1001 Pennsylvania Avenue, N.W.
Washington, DC 20004
(202) 624-2500

Party

Hartford Accident and Indemnity Company; First State Insurance Company; Twin City Fire Insurance Company; New England Reinsurance Corporation

Counsel

Leonard P. Goldberger
Marnie E. Simon
STEVENS & LEE, P.C.
1818 Market Street, 29th Floor
Philadelphia, PA 19103-1702
(215) 751-2864/2885

Michael W. Yurkewicz
KLEHR HARRISON HARVEY &
BRANZBURG LLP
919 Market Street, Suite 1000
Wilmington, DE 19801
(302) 552-5519

Craig Goldblatt
Nancy L. Manzer
WILMER PICKERING HALE AND DORR
LLP
1875 Pennsylvania Avenue, N.W.
Washington, DC 20006
(202) 663-6000

William J. Bowman
James P. Ruggeri
Edward B. Parks, II
HOGAN & HARTSON, L.L.P.
555 Thirteenth Street, N.W.
Washington, DC 20004
(202) 637-5600

Government Employees Insurance Company; Republic Insurance Company, n/k/a Star Indemnity & Liability Company; OneBeacon America Insurance Company; Seaton Insurance Company

Warren T. Pratt
David P. Primack
DRINKER BIDDLE & REATH LLP
1100 N. Market Street
Wilmington, DE 19801-1254
(302) 467-4200

Michael F. Brown
Jeffrey M. Boerger
DRINKER BIDDLE & REATH LLP
One Logan Square, Suite 2000
18th & Cherry Streets
Philadelphia, PA 19103-6996
(215) 988-2700

Party

**Her Majesty the Queen in Right of
Canada**

Counsel

Francis A. Monaco, Jr.
Kevin J. Mangan
Matthew P. Ward
WOMBLE CARLYLE SANDRIDGE &
RICE, LLP
222 Delaware Avenue, Suite 1501
Wilmington, DE 19801
(302) 252-4320

Jacqueline Dais-Visca
Senior Counsel
Business Law Section
Ontario Regional Office
Suite 3400, Box 34, The Exchange Tower
130 King Street West, Toronto, Ontario
M5X 1K6

Maryland Casualty Company

Jeffrey C. Wisler
Marc J. Phillips
CONNOLLY BOVE LODGE & HUTZ LLP
The Nemours Building
1007 N. Orange Street
P.O. Box 2207
Wilmington, DE 19899
(302) 658-9141

Edward J. Longosz, II
ECKERT SEAMANS CHERIN &
MELLOTT, LLC
1717 Pennsylvania Avenue, N.W.
Suite 1200
Washington, DC 20006
(202) 659-6600

Richard A. Ifft
Karalee C. Morell
WILEY REIN LLP
1776 K Street, N.W.
Washington, DC 20006
(202) 719-7170

Party

National Union Fire Insurance Co. of Pittsburgh, Pa.

Counsel

Ricardo Palacio
ASHBY & GEDDES, P.A.
500 Delaware Avenue
P.O. Box 1150
Wilmington, DE 19899
(302) 654-1888

Michael S. Davis
ZEICHNER ELLMAN & KRAUSE LLP
575 Lexington Avenue
New York, NY 10022
(212) 233-0400

TIG Insurance Company; United States Fire Insurance Company

Garvan F. McDaniel
BIFFERATO GENTILOTTI LLC
800 N. King Street, Plaza Level
Wilmington, DE 19801
(302) 429-8600

George R. Calhoun, V
STEPTOE & JOHNSON, LLP
1330 Connecticut Avenue, N.W.
Washington, DC 20036
(202) 261-0610

Travelers Casualty and Surety Company

Robert J. Dehney
Ann C. Cordo
MORRIS, NICHOLS, ARSHT & TUNNELL LLP
1201 N. Market Street
Wilmington, DE 19899
(302) 658-9200

Mary Beth Forshaw
Katharine A. McLendon
Elisa Alcabes
SIMPSON THACHER & BARTLETT LLP
425 Lexington Avenue
New York, NY 10017-3954
(212) 455-2000

Party

Zurich Insurance Company; Zurich International (Bermuda) Ltd.

Counsel

Jeffrey C. Wisler
Marc J. Phillips
Kelly M. Conlan
CONNOLLY BOVE LODGE & HUTZ LLP
The Nemours Building
1007 N. Orange Street
P.O. Box 2207
Wilmington, DE 19899
(302) 658-9141

Richard A. Ifft
Karalee C. Morell
WILEY REIN LLP
1776 K Street, N.W.
Washington, DC 20006
(202) 719-7170

The Bank Lender Group

Richard Cobb
James S. Green
LANDIS RATH & COBB LLP
919 Market Street, Suite 1800
Post Office Box 2087
Wilmington, DE 19899
(302) 467-4400

Stephen J. Shimshak
Andrew N. Rosenberg
Margaret A. Phillips
PAUL, WEISS, RIFKIND, WHARTON &
GARRISON LLP
1285 Avenue of the Americas
New York, NY 10019-6064
(212) 373-3000

Morgan Stanley Senior Funding, Inc.

Stuart M. Brown
DLA Piper LLP
919 North Market Street
15th Floor
Wilmington, DE 19801
(302) 468-5640

Party

Counsel

Jeff J. Friedman
Noah Heller
Merritt A. Pardini
KATTEN MUCHIN ROSENMAN LLP
575 Madison Avenue
New York, NY 10022
(212) 940-8800

Anderson Memorial Hospital

Christopher D. Loizides
LOIZIDES, P.A.
1225 King Street, Suite 800
Wilmington, DE 19801
(302) 654-0248

Daniel A. Speights
C. Alan Runyan
SPEIGHTS & RUNYAN
200 Jackson Avenue, East
Post Office Box 685
Hampton, SC 29924
(803) 943-4444

John W. Kozyak
David L. Rosendorf
KOZYAK TROPIN & THROCKMORTON,
P.A.
2525 Ponce de Leon, 9th Floor
Coral Gables, FL 33134
(305) 372-1800

**City of Vancouver; School District 68
Nanaimo-Ladysmith**

Christopher D. Loizides
LOIZIDES, P.A.
1225 King Street, Suite 800
Wilmington, DE 19801
(302) 654-0248

Daniel A. Speights
C. Alan Runyan
SPEIGHTS & RUNYAN
200 Jackson Avenue, East
Post Office Box 685
Hampton, SC 29924
(803) 943-4444

Party

BNSF Railway Company

Counsel

James C. Carignan
John H. Schanne II
Pepper Hamilton LLP
Hercules Plaza, Suite 5100
1313 North Market Street
P.O. Box 1709
Wilmington, DE 19899-1709
(302) 777-6500

Edward C. Toole, Jr.
Linda J. Casey
Pepper Hamilton LLP
3000 Two Logan Square
18th & Arch Streets
Philadelphia, PA 19103
(215) 981-4000

**Aaron C. Edwards; James T. Beam;
Edward E. Storey; John M. Thomas;
Sheila Martin**

Kathleen M. Miller
SMITH, KATZENSTEIN & JENKINS LLP
800 Delaware Avenue, Suite 1000
P.O. Box 410
Wilmington, DE 19899
(302) 652-8400

**Kaneb Pipe Line Operating
Partnership, L.P.; Support Terminal
Services, Inc.**

Sander L. Esserman
David J. Parsons
STUTZMAN, BROMBERG, ESSERMAN
& PLIFKA, P.C.
2323 Bryan Street, Suite 2200
Dallas, TX 75201
(214) 969-4900

Kathleen M. Miller
SMITH, KATZENSTEIN & JENKINS LLP
800 Delaware Avenue, Suite 1000
P.O. Box 410
Wilmington, DE 19899
(302) 652-8400

Steve A. Peirce
FULBRIGHT & JAWORSKI L.L.P.
300 Convent Street, Suite 2200
San Antonio, TX 78205-3792
(210) 224-5575

Party

**The Libby Claimants, as identified in
the Amended and Restated Verified
Statement of Cohn Whitesell &
Goldberg LLP and Landis Rath & Cobb
LLP Pursuant to Fed. R. Bankr. P. 2019
[D.I. 22784], as it may be amended and
restated from time to time**

**Longacre Master Fund, Ltd.; Longacre
Capital Partners (QP), L.P.**

Garlock Sealing Technologies, LLC

Counsel

Toby L. Gerber
FULBRIGHT & JAWORSKI L.L.P.
2200 Ross Avenue, Suite 2800
Dallas, TX 75201
(214) 855-8000

Adam G. Landis
Kerri K. Mumford
LANDIS RATH & COBB LLP
919 Market Street, Suite 1800
Wilmington, DE 19801
(302) 467-4400

Daniel C. Cohn
MURTHA CULLINA
99 High Street, 20th Floor
Boston, MA 02110
(617) 457-4000

David M. Fournier
James C. Carignan
PEPPER HAMILTON LLP
1313 North Market Street
P.O. Box 1709
Wilmington, DE 19899-1709
(302) 777-6500

Robert S. Hertzberg
PEPPER HAMILTON LLP
100 Renaissance Center, Suite 3600
Detroit, MI 48243-1157
(313) 259-7110

Brett D. Fallon
MORRIS JAMES LLP
500 Delaware Avenue, Suite 1500
P.O. Box 2306
Wilmington, DE 19899
(302) 888-6800

Party

Counsel

Garland Cassada
Richard C. Worf
ROBINSON, BRADSHAW & HINSON
101 North Tryon Street, Suite 1900
Charlotte, NC 28246
(704) 377-8135

Pursuant to Third Circuit Local Appellate Rule 3.1, a copy of this notice is being provided to the Honorable Ronald L. Buckwalter.

Dated: July 9, 2012

Respectfully submitted,

Womble Carlyle Sandridge & Rice, LLP

/s/ Matthew P. Ward

Francis A. Monaco, Jr. (#2078)
Kevin J. Mangan (#3810)
Matthew P. Ward (#4471)
222 Delaware Avenue, Suite 1501
Wilmington, DE 19801
Ph: (302) 252-4320
Fax: (302) 252-4330

Counsel for the State of Montana